

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Harvey R. Miller
Shai Y. Waisman

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**FOURTH SUPPLEMENTAL AFFIDAVIT OF HARVEY R. MILLER
ON BEHALF OF WEIL, GOTSHAL & MANGES LLP PURSUANT
TO SECTIONS 327, 328(a), 329 AND 504 OF THE BANKRUPTCY
CODE AND RULES 2014(a) AND 2016(b) OF THE BANKRUPTCY RULES**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Harvey R. Miller, being duly sworn, deposes and says:

1. I am a member of the firm of Weil, Gotshal & Manges LLP (“WGM”). I submit this affidavit to supplement the affidavits I have previously submitted on behalf of WGM, sworn to on October 8, 2008 (the “Original Affidavit”) [Docket No. 758], March 4, 2009 (the “Supplemental Affidavit”) [Docket No. 2985], August 12, 2009 (the “Second Supplemental Affidavit”) [Docket No. 4779], and March 30, 2010 (the “Third Supplemental Affidavit,” and together with the Original Affidavit, the Supplemental Affidavit, and the Second Supplemental Affidavit, the “Previous Affidavits”) [Docket No. 7904] in support of the engagement of WGM

by Lehman Brothers Holdings Inc. (“LBHI”) and certain of its subsidiaries (collectively “Lehman”) in connection with the pending cases filed under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on September 15, 2008 (the “Commencement Date”) and thereafter.

2. Unless otherwise stated herein, I have personal knowledge of the facts set forth in this affidavit. To the extent any information disclosed herein requires amendment or modification upon WGM’s completion of further review, or as additional party in interest information becomes available to it, a further supplemental affidavit reflecting such amended or modified information will be submitted to the Court.

**WGM’s Connections with Parties in Interest
in Matters Unrelated to these Chapter 11 Cases**

3. As previously disclosed, WGM has represented, currently represents, and may represent in the future, various entities or their affiliates in matters unrelated to the pending chapter 11 cases. Since filing the Third Supplemental Affidavit, WGM has become aware of additional parties in interest in these chapter 11 cases with whom WGM has, or may have, connections as described below. Most of these additions are entities that may be parties in interest in the above captioned chapter 11 case (the “Potential Parties In Interest”) and that WGM has included in its disclosure procedures out of an abundance of caution. Certain of the entities included in this affidavit were previously disclosed under other categories in the Previous Affidavits.

4. The categories of connections are: (i) Potential Parties In Interest, or affiliates thereof, for which WGM has performed services within the last two (2) years and whose engagement remains open (“Current Clients”); (ii) Potential Parties In Interest, or affiliates thereof, for which WGM has performed services in the past two (2) years and with

respect to which WGM's engagement has been formally closed ("Former Clients"); (iii) Potential Parties in Interest, or affiliates thereof, for which a WGM engagement has been opened for at least six (6) months but for which no attorney time has been billed ("Potential Clients"); and (iv) Potential Parties in Interest, or affiliates thereof, which have a substantive relationship to a matter for which WGM performed services for a Current or Former Client, or affiliate thereof within the last two years ("Related Entities"). All client connections were diligently reviewed by an attorney working under my supervision. Based on such review, as to each connection WGM does not hold or represent an interest that is adverse to Lehman's estates.

Current Clients

5. WGM has performed services within the past two (2) years for the Current Clients, described below, or their affiliates, in matters unrelated to Lehman:

Matched Entity	Relationship to Lehman	Relationship to WGM
3i Group plc	Potential Party in Interest	Current Client
ABC Assicura Societa per Azioni	Potential Party in Interest	May be an Affiliate of Current Client
ADM Galleus Fund Limited	Potential Party in Interest	Affiliate of Current Client
Allstate Life Insurance Company	Potential Party in Interest	Affiliate of Current Client
AXA Wholesale Core Australian Fixed Interest Fund	Potential Party in Interest	Affiliate of Current Client
BAC Home Loan Servicing, LP	Potential Party in Interest	Affiliate of Current Client
Bank of America Mexico, S.A.	Potential Party in Interest	Affiliate of Current Client
BNP Paribas Sucursal en Espana P.P.	Potential Party in Interest	Affiliate of Current Client
BNY Corporate Trustee Services Ltd.	Potential Party in Interest	Affiliate of Current Client
BP Gas Marketing Limited	Potential Party in Interest	Affiliate of Current Client
Capital One, N.A.	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
CapStar Copley LLC	Potential Party in Interest	May be an Affiliate of Current Client
Carval Investors UK Limited	Potential Party in Interest	Affiliate of Current Client
Caspian Alpha Long Credit Fund L.P.	Potential Party in Interest	Affiliate of Current Client
Caspian Capital Partners L.P.	Potential Party in Interest	Affiliate of Current Client
Caspian Corporate Loan Fund, LLC	Potential Party in Interest	Affiliate of Current Client
Caspian Select Credit Master Fund Ltd.	Potential Party in Interest	Affiliate of Current Client
Cheyne Fund L.P.	Potential Party in Interest	Affiliate of Current Client
Citibank Belgium S.A.	Potential Party in Interest	Affiliate of Current Client
Citigroup Global Markets, Inc.	Potential Party in Interest	Affiliate of Current Client
Conseco Life Insurance Company	Potential Party in Interest	Current Client
Credit Suisse International	Potential Party in Interest	Affiliate of Current Client
Crescent I L.P.	Potential Party in Interest	Affiliate of Current Client
CWABS Asset Backed Certificates Trust 2006-BC2	Potential Party in Interest	Affiliate of Current Client
CWABS Asset Backed Certificates Trust 2006-SD4	Potential Party in Interest	Affiliate of Current Client
CWALT, Inc. Alternative Loan Trust 2007-OH2	Potential Party in Interest	Affiliate of Current Client
Cyrus Capital Partners, L.P.	Potential Party in Interest	Current Client
Cyrus Europe Master Fund Ltd.	Potential Party in Interest	Affiliate of Current Client
Cyrus Opportunities Master Fund II, Ltd.	Potential Party in Interest	Affiliate of Current Client
Deutsche Bank SA/NV	Potential Party in Interest	Affiliate of Current Client
DZ Privatbank (Schweiz) AG	Potential Party in Interest	May be an Affiliate of Current Client
Ellington Emerging Markets Fund, Ltd.	Potential Party in Interest	Affiliate of Current Client
Ellington Overseas Partners, Ltd.	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
Farralon Capital Institutional Partners II, L.P.	Potential Party in Interest	Affiliate of Current Client
Farralon Capital Institutional Partners III, L.P.	Potential Party in Interest	Affiliate of Current Client
Farralon Capital Institutional Partners, L.P.	Potential Party in Interest	Affiliate of Current Client
Farralon Capital Offshore Investors II, Inc.	Potential Party in Interest	Affiliate of Current Client
Farralon Capital Partners, L.P.	Potential Party in Interest	Affiliate of Current Client
Farralon Capital Institutional Partners II	Potential Party in Interest	Affiliate of Current Client
GoldenTree European Select Opportunities Master Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
GoldenTree High Yield Master Fund Ltd.	Potential Party in Interest	Affiliate of Current Client
GoldenTree High Yield Value Fund Offshore (Strategic), Ltd.	Potential Party in Interest	Affiliate of Current Client
Goldtree Master Fund II Ltd.	Potential Party in Interest	Affiliate of Current Client
Goldtree Master Fund Ltd.	Potential Party in Interest	Affiliate of Current Client
HBK Master Fund L.P.	Potential Party in Interest	Affiliate of Current Client
Highland CDO Opportunity Master Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
Highland Credit Strategies Fund	Potential Party in Interest	Affiliate of Current Client
Highland Credit Strategic Master Fund L.P.	Potential Party in Interest	Affiliate of Current Client
Highland Crusader Offshore Partners, L.P.	Potential Party in Interest	Affiliate of Current Client
Highland Floating Rate Advantage Fund	Potential Party in Interest	Affiliate of Current Client
Highland Floating Rate Fund	Potential Party in Interest	Affiliate of Current Client
HSBC Bank (Cayman) Limited, acting as trustee for Sub-Trust (A-H)	Potential Party in Interest	Affiliate of Current Client
HSBC Bank USA, N.A.	Potential Party in Interest	Affiliate of Current Client
HSBC Securities Japan Limited	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
Investcorp Fixed Income Relative Value	Potential Party in Interest	Affiliate of Current Client
Investcorp Silverback Arbitrage Master Fund Ltd.	Potential Party in Interest	Affiliate of Current Client
Investec Bank (Switzerland) AG	Potential Party in Interest	Affiliate of Current Client
ICICI Bank UK OLC	Potential Party in Interest	Affiliate of Current Client
Intel Corp.	Potential Party in Interest	Current Client
KC CLO – I	Potential Party in Interest	May Be Affiliate of Current Client
KC CLO - II	Potential Party in Interest	May Be Affiliate of Current Client
Knight Capital Europe Limited	Potential Party in Interest	Affiliate of Current Client
Macquarie Bank Limited	Potential Party in Interest	Affiliate of Current Client
Marathon Credit Opportunities Master Fund Ltd.	Potential Party in Interest	Affiliate of Current Client
Mason Capital LP	Potential Party in Interest	Affiliate of Current Client
Mason Capital Master Fund LP	Potential Party in Interest	Affiliate of Current Client
MassMutual Asia Limited	Potential Party in Interest	Affiliate of Current Client
Merrill Lynch, Pierce, Fenner & Smith Incorporated	Potential Party in Interest	Affiliate of Current Client
Metropolitan Life Insurance Company	Potential Party in Interest	Current Client
Monarch Master Fund Ltd.	Potential Party in Interest	Affiliate of Current Client
Moore Capital Management, L.P.	Potential Party in Interest	Affiliate of Current Client
Moore Macro Fund, L.P.	Potential Party in Interest	May be an Affiliate of Current Client
Morgan Stanley Capital Services Inc.	Potential Party in Interest	Affiliate of Current Client
Nomura Securities Co., Ltd.	Potential Party in Interest	Affiliate of Current Client
Noonday Offshore, Inc.	Potential Party in Interest	Affiliate of Current Client
OCM Opportunities	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
OCM Opportunities VIII Delaware, L.P.	Potential Party in Interest	Affiliate of Current Client
OTP Bank plc	Potential Party in Interest	Affiliate of Current Client
Oz Special Master Fund, Ltd.	Potential Party in Interest	Affiliate of Current Client
PMA Koryo Fund	Potential Party in Interest	May be an Affiliate of Current Client
PMA Prospect Fund	Potential Party in Interest	May be an Affiliate of Current Client
Providence Equity Partners IV L.P.	Potential Party in Interest	Affiliate of Current Client
Providence Equity Partners IV-A L.P.	Potential Party in Interest	Affiliate of Current Client
Raiffeisen Zentralbank Osterreich AG	Potential Party in Interest	Affiliate of Current Client
RBS Securities Japan Limited	Potential Party in Interest	Affiliate of Current Client
Samsung Life Insurance Co., Ltd.	Potential Party in Interest	Affiliate of Current Client
Santander Asset Management, S.A., S.G.I.I.C.	Potential Party in Interest	Affiliate of Current Client
Strategic Value Special Situations Master Fund LP	Potential Party in Interest	Affiliate of Current Client
Summit Capital Partners, LP	Potential Party in Interest	Affiliate of Current Client
TCW Absolute Return Credit Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
The Governor and the Company of the Bank of Ireland	Potential Party in Interest	Current Client
TPG Credit Opportunities Investors, L.P.	Potential Party in Interest	Affiliate of Current Client
TPG Credit Strategies Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
The Varde Fund IX, L.P.	Potential Party in Interest	Affiliate of Current Client
The Varde Fund IX-A, L.P.	Potential Party in Interest	Affiliate of Current Client
Washington National Insurance Company	Potential Party in Interest	Current Client
York Asian Opportunities Master Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
York Capital Management, L.P.	Potential Party in Interest	Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
York Credit Opportunities Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
York Credit Opportunities Fund	Potential Party in Interest	Affiliate of Current Client
York Credit Opportunities Master Fund	Potential Party in Interest	Affiliate of Current Client
York Credit Opportunities Unit Trust	Potential Party in Interest	Affiliate of Current Client
York European Focus Master Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
York European Opportunities Master Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
York Global Master Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
York Investment Master Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
York Select Master Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
York Select Unit Trust	Potential Party in Interest	Affiliate of Current Client
York Select, L.P.	Potential Party in Interest	Affiliate of Current Client
ZAO KB Citibank	Potential Party in Interest	Affiliate of Current Client

6. WGM has not, does not, and will not represent any of the Current Clients or their respective affiliates or subsidiaries in connection with the pending chapter 11 cases or in any other matters adverse to Lehman.

Potential Clients

7. WGM has determined that the following Parties In Interest, or their affiliates, are Potential Clients:

Matched Entity	Relationship to Lehman	Relationship to WGM
ACE American Insurance Company	Potential Party in Interest	Affiliate of Potential Client

8. To the extent any additional Potential Clients become Potential Parties In Interest during the pendency of these chapter 11 cases, WGM will make the appropriate supplemental disclosures to the Court.

Former Clients

9. WGM has determined that the following entities, or their affiliates, are Former Clients:

Matched Entity	Relationship to Lehman	Relationship to WGM
American Express Travel Related Services Co. Inc.	Potential Party in Interest	Affiliate of Former Client

10. To the extent any additional Former Clients become Potential Parties in Interest during the pendency of these chapter 11 cases, WGM will make the appropriate supplemental disclosures to the Court.

Related Entities

11. WGM has determined that the following entities, or their affiliates, are Related Entities:

Matched Entity	Relationship to Lehman	Relationship to WGM
Baupost Group Securities, L.L.C.	Potential Party in Interest	Related to Current Client
Boilermakers, Blacksmiths National Pension Trust	Potential Party in Interest	Related to Current Client
Fenway Captial LLC	Potential Party in Interest	Affiliate is Related to Current Client
Fenway Funding LLC	Potential Party in Interest	Related to Current Client
Glencore Energy UK Ltd.	Potential Party in Interest	Affiliate is Related to Current Client
Mariner LDC	Potential Party in Interest	Affiliate May Be Related to Current Client
Sea Port Group Securities, LLC	Potential Party in Interest	Affiliate May Be Related to Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
Siemens / Convertibles Global Markets trading as Innovest European	Potential Party in Interest	Related to Current Client
Soros Fund Management LLC	Potential Party in Interest	Affiliate is Related to Current Client
TSO, LLC	Potential Party in Interest	Affiliate is Related to Current Client
Plainfield Special Situations Master Fund Limited	Potential Party in Interest	Related to Former Client

12. To the extent any additional Related Entities become Potential Parties In Interest during the pendency of these chapter 11 cases, WGM will make the appropriate supplemental disclosures to the Court.

Real Estate Mezzanine Partners

13. On December 11, 2009, certain of LBHI's wholly owned non-debtor subsidiaries transferred their general partnership interests in Lehman Brothers Real Estate Mezzanine Partners, L.P. and Lehman Brothers Real Estate Mezzanine Partners II, L.P. (the "Investment Funds") to a third party entity called PCCP, LLC and certain of its affiliates (collectively, "PCCP"). WGM represented Lehman in connection with the marketing and sale of the Investment Funds (the "Sale").

14. Affiliates of PCCP are borrowers under a number of real estate-related loans in which Lehman is the lender, and affiliates of PCCP are Lehman's equity partners in a number of other real estate deals.

15. The primary purpose of the Investment Funds is to invest in mezzanine loans for various real estate investments. Prior to the Commencement Date, WGM represented the Investment Funds in a number of transactions. As a result of such representations, WGM has acquired substantial knowledge of the Investment Funds' businesses and operations. PCCP has requested that WGM continue to represent the Investment Funds subsequent to the Sale,

particularly with respect to certain transactions that were initiated prior to consummation of the Sale.

16. WGM has obtained conflicts waivers from PCCP and the Investment Funds with respect to all existing matters in which WGM represents Lehman in matters that are adverse to the Investment Funds or PCCP.

Sotheby's, Inc.

17. Prior to the Commencement Date, WGM represented Sotheby's, Inc. ("Sotheby's," and together with Lehman, the "Parties") with respect to a number of different issues unrelated to these chapter 11 cases. The Debtors have recently sought authority to retain Sotheby's as an auctioneer in their chapter 11 cases. In connection with that retention, WGM represented the Debtors with respect to the negotiation and review of a consignment agreement and related documents with Sotheby's. WGM disclosed its respective connections to the Parties prior to its participation in such negotiation and review and received the consent of both Lehman and Sotheby's with respect thereto.

Other Representations

18. As disclosed in the Supplemental Affidavit, prior to the Commencement Date, it was common for WGM to be engaged by the Debtors or their affiliates in situations where, pursuant to a contractual arrangement, WGM provided services to the Debtors or their affiliates but a third party was responsible, by direct obligation or as a reimbursement, for WGM's fees and expenses (the "Indirect Payment Representations"). A list of the third parties who have made such payments and who have not previously been disclosed by WGM, is attached hereto as Exhibit A. To the extent that WGM enters into any additional Indirect

Payment Representations during the pendency of these chapter 11 cases, WGM will make the appropriate supplemental disclosures to the Court.

19. WGM does not hold or represent an interest that is adverse to Lehman's estates, and WGM is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code.

20. The foregoing constitutes the fourth supplemental statement of WGM pursuant to section 327 of the Bankruptcy Code and Bankruptcy Rule 2014(a).

Dated: July 21, 2010
New York, New York

/s/ Harvey R. Miller
Harvey R. Miller, A Member of WGM

Sworn to and subscribed before me, a notary public for the State of New York, County of New York, this 21st day of July, 2010.

/s/ Gillad Matiteyahu
Notary Public

Gillad Matiteyahu
Notary Public, State of New York
Qualified in New York County
Commission Expires May 26, 2013

Exhibit A
(Indirect Payment Representations)

440 Development LLC
Commonwealth Land Title Insurance Co.
Heritage Fields El Toro LLC
Jarden Corp.
Novare Group Holdings, LLC
Peachtree Member Phase One LLC
Sprint Nextel Corp.
TPG - Austin Portfolio Holdings LLC
Trimont Real Estate Advisors Inc.
Two Alliance Center LP